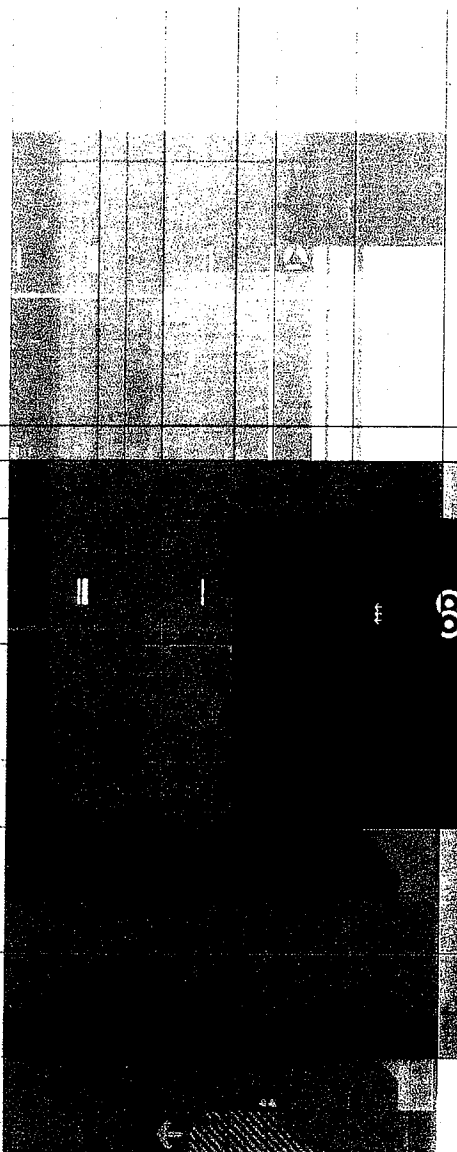


45supp05

Manatron Contract Agreement and Scope of Work for Lake County Auditor's Office Imaging Request



MANATRON

The power to manage well.

Manatron, Inc.
510 East Milham
Portage, Michigan 49002

VARIOUS
DOCUMENTS,
PRE 2004
AGREEMENT INFO

PROFESSIONAL SERVICES AGREEMENT

THIS AGREEMENT, made this ____ day of _____, 2005, between **Manatron, Inc.** (hereinafter referred to as Manatron), and Lake County, Indiana, (hereinafter referred to as **County**),

WHEREAS, County presently licenses software products for tax billing and assessment purposes from Manatron; and

WHEREAS, County presently desires to retain Manatron for additional professional services, described below in Exhibit A; and

WHEREAS, County has sufficient funding for such services by Manatron;

NOW, THEREFORE, the parties agree as follows:

1. WORK TO BE PERFORMED

Manatron and its subcontractor(s), if any, will perform such on and off-site professional services as provided for in Manatron's Response, attached hereto as Exhibit A. This scope of work is limited in scope to what is contained in Exhibit A, as the services in question are being provided for on a fixed fee basis. Any request by the County to deviate from the Response shall be in writing, and shall be considered a change order. Discretion as to any compensation required for any change controls resides solely with Manatron.

2. CONSULTING COMPENSATION

See Exhibit A for compensation schedule.

3. TERM

This Agreement shall commence on December 15, 2005 and end on March 30, 2006.

This Agreement may be extended for an indefinite length of time by mutual written agreement of County and Manatron.

4. STATUS

- A. The status of Manatron is that of an independent contractor. County will have no right or power to restrict Manatron entering into any contracts. Manatron and Manatron employees shall have no right to participate in any benefits of any kind or nature given to employees of County. Manatron has full independence in exercising judgment as to the time, place, and manner of performing the services needed by County, so long as the professional services are carried out in accordance with the Response.
- B. Manatron performs consulting services for other entities as part of its normal business activities, and will continue to do so during the term of this Agreement. As such, the nature of the services is non-exclusive. Furthermore, Manatron agrees hereunder that it will provide the services, and this contract shall not be assigned to a third-party without the written consent of the County.
- C. Manatron represents that it is a formal business entity and satisfies all applicable federal, state, and local laws, ordinances, orders, rules, and regulations, including applicable Equal Employment Opportunity and Affirmative Action obligations under E.O. 11246, the Vietnam Era Veterans' Readjustment Assistance Act, Section 503 of the Rehabilitation Act of 1973, and their implementing regulations.

5. **CONFIDENTIAL INFORMATION AND TRADE SECRETS**

- A. County acknowledges that Manatron is engaged in a specialized service and that County has been, and will continue to be, provided with access to secret methods and technical and non-technical information related to Manatron's business which Manatron considers to be confidential information and/or trade secrets and, as such, a valuable part of Manatron's assets.
- B. County agrees that it will not at any time during or subsequent to the performance of services Manatron provides hereunder, directly or indirectly, use, disseminate, or otherwise disclose to any person, firm, or corporation, any confidential information or trade secret without the prior written consent of Manatron. Upon termination of this Agreement, County will deliver to Manatron all documents, records, notebooks, and similar registers containing confidential information that shall be then in possession of County, whether prepared by County or by others.
- C. All work produced in the course of the performance of services hereunder is the property of Manatron, except for that which is of a general/multiple industry utility. Manatron property hereunder shall include all inventions, improvements, innovations, software, and developments, whether patentable or not. All works of authorship that County or Manatron create, solely or jointly with others, that are in any way related to the professional services provided hereunder, or to any CAMA and/or Property Tax services performed under the Master Agreement between the County and Manatron shall be to Manatron. County shall promptly sign all assignments and other documents that Manatron requests, to convey the exclusive ownership of all inventions, improvements, innovations, software, and copyrights to Manatron.
- D. County acknowledges that if there is an actual or threatened breach of this Section 5 by County, Manatron's remedies at law are inadequate; therefore, County agrees that Manatron shall have the right to specific performance or injunctive relief, or both, in addition to all other rights and remedies.

6. **WARRANTIES**

- A. In the performance of its services to the County, Manatron represents that it will provide the same levels of insurance coverage as it has provided under the terms of the Master Agreement with the County. Manatron further represents that it will not use any subcontractors or other third-party labor under this Agreement who are not bonded and fully insured.
- B. Manatron warrants that any services provided hereunder by Manatron alone will be provided in a workmanlike and competent manner.
- C. Other than the warranties provided above, Manatron is provided no other warranties express, implied, for fitness for purpose, or any other reason for the professional services provided under the terms of this Agreement. This shall include services provided by any subcontractors or third-parties.

8. **INDEMNITY**

Manatron assumes no liability for the work-product produced by the professional services provided hereunder. County assumes all liability for data quality and correctness of the files to be entered into the Manatron system, and agrees to indemnify Manatron against any and all claims relating to the quality and/or correctness of the data being imputed under the work described in Exhibit A.

9. **MISCELLANEOUS**

- A. In the performance of services for County, Manatron and any of its subcontractors or other necessary third-parties will be allowed to utilize certain office facilities of the County when necessary. Manatron agrees that it will work with the County to ensure that any access is granted in accordance with the County's scheduling needs.

- B. County's obligations under this Agreement inure to the benefit of Manatron, its successors and assigns, and shall be binding upon the County's successors, assigns, heirs, executors, administrators, and/or other legal representatives.
- C. This Agreement is and shall be construed to be, indivisible and severable with the result that if any provision or provisions hereof, shall at any time be declared invalid or unenforceable by competent judicial authority, such declaration shall not impair the other provisions hereof but the same shall remain valid and enforceable and each party hereto shall be bound by the terms of this Agreement.
- D. No provision of this Agreement shall be deemed waived and no breach excused, unless such waiver shall be in writing and signed by the party claimed to have waived or consented. Any consent by any party to, or waiver of, a breach of the other party, whether express or implied, shall not constitute a consent to, waiver of, or excuse from any different or subsequent breach.
- E. This Agreement, which shall be construed by the Laws of the State of Indiana, may not be changed or modified except in writing and signed by both parties. Both parties acknowledge the existence of other Agreements between the parties. Nothing in this Agreement shall invalidate any provisions of those other Agreements, and in the event of a conflict between them, this document shall take precedence in regards to the professional service provided hereunder.

Manatron, Inc.

By: [Signature]
Authorized Representative

Date:

11/28/05

County

By: [Signature]
Authorized Representative

Date:

BOARD OF COMMISSIONERS OF THE COUNTY OF LAKE

APPROVED THIS 14 DAY OF December 20, 05

Exhibit A
Manatron Response to Lake County, IN
Request for Imaging Services
November 30, 2005



MANATRON

The power to manage well.

Manatron, Inc.
510 East Milham
Portage, Michigan 49002

MANATRON

Mr. Mark Pearman
Lake County Data Processing Director
Lake County Data Processing
2293 North Main Street
Crown Point, IN 46307

November 30, 2005

Dear Mark Pearman and the Lake County Selection Committee,

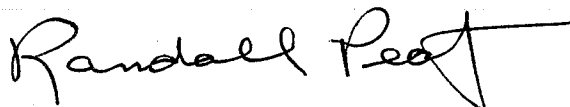
On behalf of Manatron, Inc. I would like to thank you for the opportunity to submit this updated response to Lake County's RFP for the Auditor's Property Record Card Scanning and Document Retrieval Project. After careful evaluation of the RFP requirements and requests, Manatron feels that it is in the best interests of the County and Manatron to utilize an alternate solution for Lake County's needs.

For this project, our team is uniquely positioned to provide new, tightly integrated updates that will enable your office to view and edit the scanned property information directly in your Manatron MVP Tax software. To this end, Manatron is proposing a dual-pronged approach:

- ☒ **Card Scanning and Indexing.** Using a reputable scanning service, Manatron will take care of Lake County's scanning needs. By allowing us to provide this service, Lake County can rest assured that not only will the documents be scanned properly, but the output will integrate directly with the updates we wish to provide to Lake County's MVP Tax system.
- ☒ **MVP Tax™ System Upgrade.** To allow the functionality Lake County is looking for without the mess of external system integrations, Manatron is proposing an upgrade to your current MVP Tax System. This upgrade will allow intuitive inquiries into the images attached to the parcels in your system. As the County's tax system vendor, Manatron is the only company able to provide you with such a simple, low-risk transition.

Thank you again for the opportunity to earn your business. Our team believes that the following proposal is truly the best value for your dollars. Per the County's request, we have also included a signed contract for the products and services described herein should Lake County decide to move forward with the proposed solution. If you have questions or would like to discuss other options, please contact me at 1.269.567.2900 or via email at randy.peat@manatron.com. We look forward to the next steps in this process.

Respectfully submitted,



Randall Peat
Chairman of the Board of Directors
Manatron, Inc.

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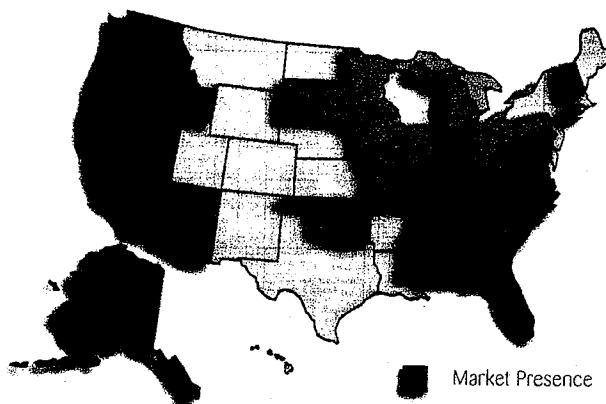
Cover Letter	
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Market Leadership

Manatron is pleased to present this proposal to Lake County, Indiana.

Manatron manages an estimated 20 million parcels on its software applications and collects roughly \$50 billion per year in tax revenues.

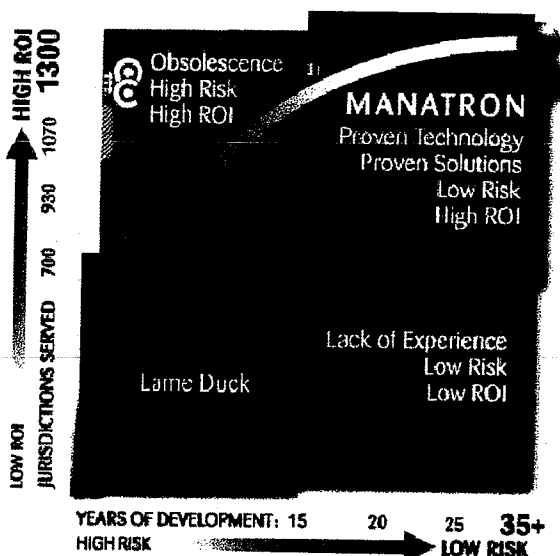
Our commitment to property management systems in jurisdictions across North America is substantiated by our unsurpassed market dominance.



We've implemented property tax software solutions from North Carolina to California from Michigan to Florida.

Return on Your Investment

Over thirty years of real service to more than 1300 jurisdictions is how we define "ROI".



Manatron has consistently delivered innovative software solutions based on advanced technology to provide "best of breed" solutions to our clients. This technical competence, coupled with our dominant business and assessment office experience, will provide Lake County with an attractive ROI at minimum risk.

How? We know technology and we know the process of assessment. That translates to peace of mind for Lake County.

The better the software & support, and the more jurisdictions that trust it, the lower the risk and higher the return on investment.

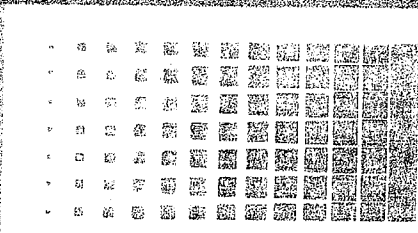
Scope of Services

Phase I: Image Scanning and Indexing

Manatron will subcontract Data Conversion Services, Inc. (DCS) for the scanning of Lake County's 250,000 single and multi-page documents, estimated at 1.25 million individual page scans.

DCS will be responsible for the document prep for scanning and reassembly of the files post-scan. All files will be indexed with 12-digit Parcel IDs, ready to be imported into the MVP Tax system at Lake County. For price efficiency, we are proposing to scan the documents in batches off-site. Pricing included in this proposal is for ten pick-up/delivery trips of the documents, ensuring that approximately 10% of the total number of documents would be off-site at any given time. An electronic FTP Facility will be set-up for County representatives to view all off-site files being processed at the conversion center. A plan will be implemented to accommodate a four-hour electronic turnaround for requested documents located at the conversion center.

Final images and indexes will be supplied to the County on one (1) set of DVDs. The entire scanning project is expected to take two months to complete.



**DATA
CONVERSION
SERVICES**

Founded in 1997, Data Conversion Services, Inc. is continuing to serving their most customers including County Governments and Federal Agencies. Early projects included the conversion of various historical documents dating back to the 1800s, many of which were heavily damaged and the Government was unable to read them. Today, the Government is looking for a company that can handle the conversion of a wide range of documents, including but not limited to, the following:

- Aerial photographs
- Census records
- Court records
- Deeds
- Financial records
- Insurance records
- Land records
- Maps
- Military records
- Real estate records
- Tax records
- Vital records
- Wills

At Data Conversion Services, Inc., we have the resources, experience and technology to handle any type of document conversion project. DCS has been successful in the conversion of a wide range of documents, including but not limited to, the following:

- Aerial photographs
- Census records
- Court records
- Deeds
- Financial records
- Insurance records
- Land records
- Maps
- Military records
- Real estate records
- Tax records
- Vital records
- Wills

Phase II: MVP Tax™ (IN) Imaging Integration

The imaging integration of MVP Tax (IN) has several aspects. The application will provide the ability to view images from the Real Property Maintenance screen and the Find screens, copy images from one MVP property to another in Transfer Wizard, associate images to a property from the image viewer, disassociate images from a property from the image viewer and print images from the image viewer.

☒ Real Property Maintenance (PM)

Real Property Maintenance - Hendershott, Mary I, 2205 Wayne Ave, Gary IN 46405

File Edit View Applications Tools Window Help

Go ← → ↺ ↻ 2004 Pay 2005 Document Button

Real type: Real Property number: 14-20-0077-0040

Identification | Address | Valuations | Taxes | Transfers | Specials | Notes | Adjustments | Lender |

New state #: Map number: 0916233001 Tax Set: 14-Lake Station-Hob Property class: 510 Resd- One Fam Pl Use type: Bankruptcy code: Tax Sale:

QQ Section: Q Section: Section: Township: Range: Total acres: 0

Neighborhood: No. households: 0 Block: Plat: Sub section: Subdivision: Zoning type:

Location address: 2205 Wayne St Lake Station IN 46405

Lot information:

Lot	Sub lot
*	

Location description: Legal description: PARK RIDGE ADD. L.39 BL.5 ALL L.40 BL.5

The application will provide the ability to view images from the real property maintenance screen by accessing a property and then clicking on the document button in the tool bar.

MANATRON

☒ Find

MVP - Find Real Property

File Edit View Applications Tools Window Help
Document Button

Go
←
→
🏠
🔍
📄
🔄
📁
📌
📏
2004-Pay 2005
Real Property
🔍
🔍
🔍

Deeded Owner
Party
Property
Transfer
Judgments
Notes

Name

Soundex

Attention Line

Street Address

PartyType

Find Now

More

Stop

New Search

Ok

Property Number	Deeded Owner	Party Name	Stre...	Street ▲
01-39-0026-0060	Hendricks, Roger A. & Hendricks, Lo...	Loretta M Hendricks	2447	W 47th
01-39-0255-0003	Hendricks, Thomas L & Geraldine	Thomas L & Geraldine Hendricks	4450	Cleve
01-39-0255-0005	Hendricks, Thomas L & Geraldine	Thomas L & Geraldine Hendricks	4450	Cleve
01-39-0255-0019	Hendricks, Thomas L & Geraldine	Thomas L & Geraldine Hendricks	4450	Cleve
01-39-0268-0002	Hendricks, Thomas L & Geraldine	Thomas L & Geraldine Hendricks	4451	Cleve
01-39-0268-0012	Hendricks, Thomas L & Geraldine	Thomas L & Geraldine Hendricks	4451	Cleve
02-03-0259-0025	Hendrick, James J	James J Hendrick	2021	W 153
03-07-0016-0059	Henderson, Joel S & Rosalind	Joel S & Rosalind Henderson	12818	Grant
03-07-0037-0026	Henderson, Arthur L & James F	Arthur L & James F Henderson	5620	W 135

The application will provide the ability to view images from the find screens; the Find option from the Go menu, the find from the PM screens and the find from the Reactivate Property option from the Go menu. After performing the search, select a property in the list and click on the document button in the tool bar.

MANATRON

☒ Copy images – Transfer Wizard

Enter Transfers




This wizard will help guide you step by step through the procedure used to transfer property. You may click the "Next" button to move to the next step. You may press the "Help" button at any time for additional help on a particular portion of this wizard.

What is the type of transfer being done? ☒ Copy Notes to new parcels

What is the transfer date and recorded date? ☒ Copy Documents to new parcels

What is the book type, book and page?

What is the instrument date, number and type?

Enter the Property Number(s) being Transferred		
Property Number	Owner Name	Legal Description
▶ 14-20-0077-0040	 Hendershott, Mary I	PARK RIDGE ADD. L 39 BL 5 ALL L 40 BL 5

Help

Cancel

< Back

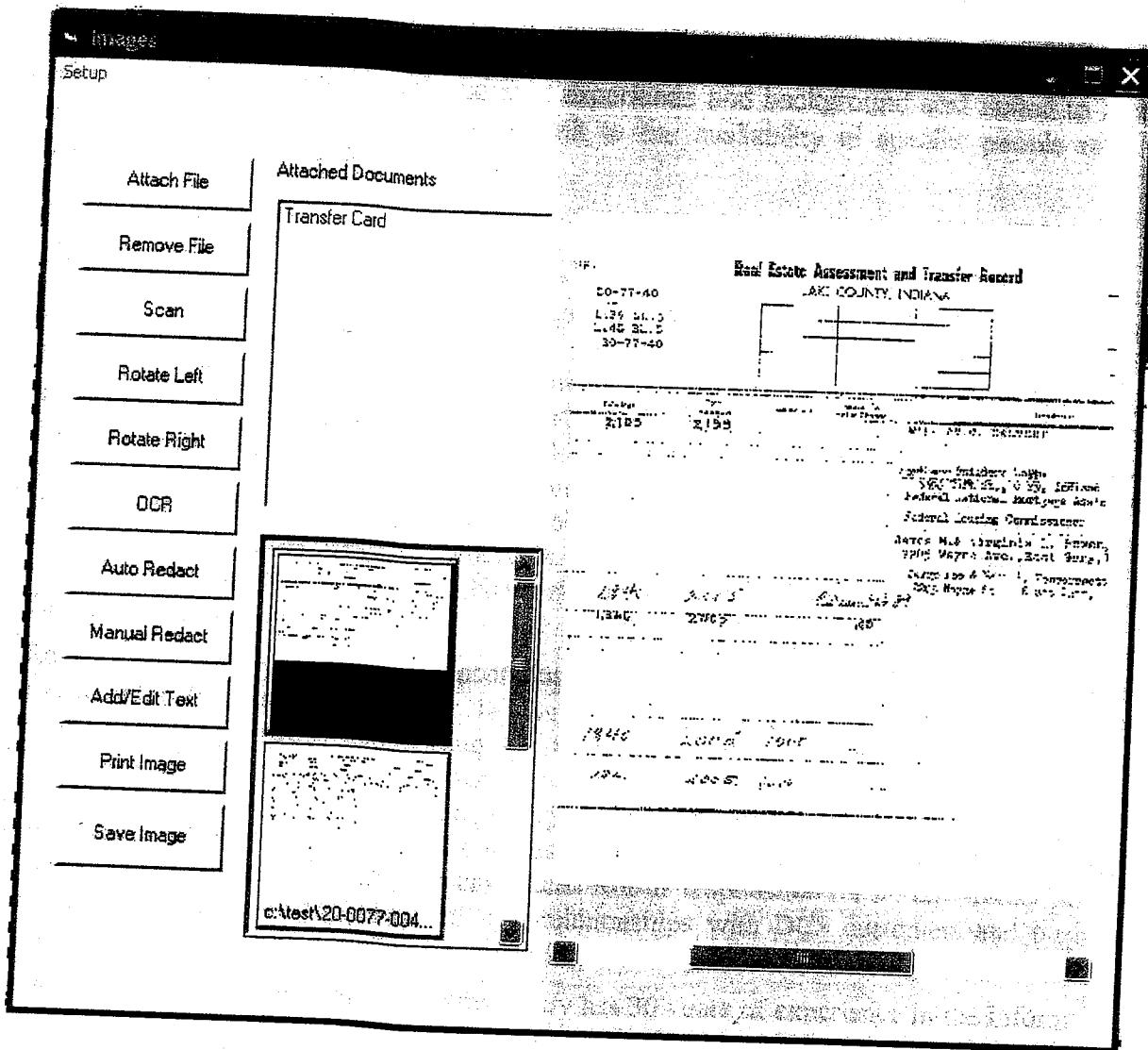
Next >

Finish

The application will provide the ability to copy images from one MVP property to another in the Transfer Wizard. When a property is split the images can be copied to the new properties by checking the 'Copy Documents to new parcels' box.

MANATRON

☒ Associate images



The application will provide the ability to associate an image to an MVP property from the image viewer. After selecting a property from PM or a find screen click the document button in the tool bar. Click the Attach File button and select the image file to be associated.

☒ Disassociate Images

The application will provide the ability to disassociate an image from an MVP property from the image viewer. After selecting a property from PM or a find screen click the document button in the tool bar. Select the image to be removed and click the Remove File button.

☒ Print images

The application will provide the ability to print images from the image viewer. After selecting a property from PM or a find screen click the document button in the tool bar. Select the image to be printed and click the Print Image button.

Your Team

At Manatron, our reputation hinges upon our people and their ability to deliver. We recognize that the business we are in serves as a mission critical revenue lifeline to our clients. We choose a team with the right experience and background best suited to meet specific county needs. We cannot commit to the availability of specific people until a project schedule has been established.

Phase I: Scanning Services

Alex Violassi – President. Alex Violassi is the President and founder of Data Conversion Services, Inc. Alex graduated from Michigan State University with a B.A. and received an M.B.A. from the University of Detroit. He was selected to participate in a three-year YEO (Young Entrepreneur's Organization) Entrepreneur Training at Massachusetts Institute of Technology. Alex has been in the computer technology industry for approximately 26 years. Past sales and management positions with previous companies include: MAI/Basic Four Corporation, Burroughs (now Unisys), Prime Computer, and Virtual Services, Inc. He is currently on staff at Baker College, teaching Electronic Commerce, Internet Marketing, Advertising and Human Resource programs. Alex holds two INC 500 Awards, Past President of the ISNI (Independent Service Network, International) Association, and is a current CEBOS Software board member.

Robert Berriman – Director of Technology Resources. Robert graduated Summa Cum Laude with an Associated Degree in Computer Science from Henry Ford Community College. He is currently completing his four-year Computer Science Degree from the University of Michigan. Rob has been in the document imaging industry for over six years and has significant experience in integrating all types of data to third-party applications. To date, he has been the key player in the successful implementations and integration of data and images with many of the Manatron customers. Rob is responsible for all day-to-day project management activities and technical inter-relationships with DCS customers and business partners.

Gary Leddick – Account Representative. Gary has 30 years of experience in the Information Technology profession. Starting in 1975 with the Burroughs Corporation (now Unisys), Gary held sales and management positions during his nine years at Burroughs. He was with Recognition Equipment Inc.(REI-Irving, TX) for several years as a account manager covering Michigan and Indiana. REI is an industry leader in OCR products and solutions for business, finance and government. He has also held positions with AT&T Capital-Systems Leasing as an account representative in the sales and leasing of computer and capital equipment. His Midwest territory included Northern Indiana with account responsibility for select organizations such as Emerson Electric in St. Louis and Alcan Labs (a division of Nestles) based in Ft. Worth, TX. Prior to joining DCS, Gary was with an IBM Premier Business Partner in Grand Rapids providing software solutions, service and hardware solutions based around the AS/400, iSeries and networking throughout Michigan and Northern Indiana. Gary is very customer centric and is solution-oriented. This has worked to benefit the customer and has provided a successful career for Gary. His direct responsibilities are to service Michigan and Indiana County Government and provide two-way feedback and communication between our valued customers and the DCS organization.

Phase II: MVP Tax™ System Upgrade

Terry Merkle – Senior Software Development Manager. Terry Merkle has over 19 years of experience in the information technology industry on developing, managing and deploying property based software solutions. Terry has experience in designing, developing, testing and deploying new property appraisal applications, replacing older legacy applications. Terry is currently a senior development manager in the Manatron Recorder and Manatron Tax™ environments and serves as the corporate database architect for the Manatron Government Revenue Management™ (GRM) product line.

Roberta Wolf – Programmer/Analyst II. Roberta has been with the Manatron development team for the past 6 years, using Uniface, Visual Basic 6, MS Access and C#. She has worked on Manatron's Financials product, Manatron's MVP Tax product for Indiana, Ohio, and North Carolina, and as part of Manatron's framework team. Currently, Roberta is working on Manatron Recorder as well as providing Imaging technology for the company.

Gina Riggs – Product Specialist. Gina Riggs has more than 30 years experience working with county government. She works as a product specialist supporting the property tax billing and collections applications and served as a backup support person for appraisal. She has in-depth knowledge of property appraisal, and the relationship between the tax and appraisal functions within a government entity. She worked closely with customers by forming user groups to address support and development issues. Gina was the Customer Support Manager while working with the development team on the new Manatron Tax™ product. After implementing and installing Manatron Tax™ successfully in Indiana in 45 counties, she is also working as a Product Specialist with the Manatron product management team to design and implement the national GRM™ tax product.

Debra Mills – Manager of Implementation and Support. Debra Mills has over 17 years of experience in information technology, system management, support, consultation, project management and training. Debra has more than 8 years of experience in the information technology industry with expertise in land records, image management, and property tax administration. She provides implementation and support direction for Manatron's Recorder™ and Indiana MVP Tax teams where she mentors staff members, writes requirements, and ultimately decides on quality assurance and customer satisfaction issues. Her geographic area includes the Manatron Recorder™ customer base including seven states and more than 65 installations where users are recording official documents, vital records, and protecting the documents through imaging and microfilming. Further, Debra's managing extends throughout the state of Indiana for Manatron's MVP Tax product where more than 45 installations are using the system to perform property tax maintenance, collection and distribution tasks.

Emily Wilson – Support Analyst II. Emily has been employed at Manatron for 3 years. Prior to joining the Manatron team, she worked for 16 years in various capacities in local government in Indiana. Currently, she works on the Indiana MVP Tax product, with her primary focus being on Lake County. She works closely with the personnel in Data Processing, Auditor and Treasurer's offices.

MANATRON

Pricing Proposal

Value for Your Dollars

Manatron is pleased to present Lake County with pricing for a complete Record Card Scanning and Document Retrieval Project. Based on the scope of work and our understanding of your requirements, the scanning of your records and MVP Tax updates cost will be as follows:

Manatron MVP Tax™ Update and Scanning Services.....\$245,000

Manatron Assumptions

Pricing is based on the following assumptions:

- A. Manatron cannot control the quality of text on the documents to be scanned. Therefore, Manatron will conduct an acceptance testing of a maximum of ten (10) samples from the Lake County files to be scanned. These sample scanned images will be provided to the County for viewing. The County must accept the image quality within ten (10) days of receipt to proceed with the contract.
- B. Manatron and its sub-contractor, DCS, assume all documents within parcel sleeves to be scanned are in the proper order and are not held responsible for returned image order.
- C. Manatron assumes that all indexed images will have a corresponding parcel ID number in MVP Tax. Any scanned cards that do not correspond to a parcel ID will be listed on an error report for the County to research and index manually at the County's convenience. Manatron is not responsible for the research of mismatched parcel IDs.
- D. Lake County will receive images and indexes on one (1) set of DVDs, in flat file format. The County will be responsible for loading these images and indexes into the updated MVP Tax system.
- E. The proposed pricing is based on functionality for seat licenses for 125 workstations in Lake County. There will be flexibility for future licensing arrangements as the need arises.
- F. Support for the new functionality in MVP Tax will be included in the current support agreement between Manatron and Lake County.
- G. Per contract signing, Manatron will invoice Lake County for the entire amount of contract with the following payment plan:
 - 30% of contract costs will be due at contract signing.
 - 60% of contract costs will be due at the delivery of images and indexes.
 - 10% of contract costs will be due on the final delivery of software installation.